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Via Electronic Mail and US Mail

November 8, 2007

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RE: Southeast Rockford Superfund Site – Area 9/10

Dear Tom, Frank and Beth:

We are writing for several reasons: first, to thank all of you as well as your technical/regulatory counterparts in Russ, Shari, and Tom Williams for your participation in our meeting; second, to capture the tasks and responsible party(s) identified by Tom Turner at the end of the meeting; and third, to provide a written description and visual depiction consistent with the conceptual model presented and agreed upon concerning the relationship between the remedial approach, the groundwater management zone (“GMZ”), the ARARs, the MCLs, and project timing.

- I. Tasks for Hamilton Sundstrand Corporation (“HSC”) to conclude in advance of our next meeting on November 29, 2007:
 - A. By November 13, 2007, distribute a revised version of the CD and SOW with language revisions related to the GMZ, SWMUs, and the CNTS related to the “Site”. We believe it would be most productive at



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this time for the agencies to wait to receive these revised markups rather than continuing to review the versions distributed by HSC at our last meeting).

- B. Prior to November 29, 2007, HSC shall identify those Solid Waste Management Units ("SWMUs") which it proposes shall be simultaneously addressed through RCRA in parallel with implementing the CERCLA-related work under the SOW.
- II. Tasks for IEPA/EPA/DOJ/Illinois Attorney General's Office to conclude prior to November 29, 2007:
 - A. By November 21, 2007, provide comments on the revised draft CD and SOW to be distributed by HSC by November 13, 2007.
 - B. Prior to November 29, 2007:
 - 1. Research and provide thoughts as to the options and an optimal manner to secure contemporaneous sign-off of SMWUs being (or to be) addressed via CERCLA efforts.
 - 2. Highlight the requirements for HSC to secure or process and secure an Explanation of Significant Difference ("ESD").
- III. Conceptual Description of the Relationships Between the NPL Boundary, the Area 9/10 Boundary, the GMZ, and the MCLs.

While our earlier comments on and revisions to the CD and SOW provide what we believe is an efficient and productive means to reconcile definitional and programmatic objectives, we nonetheless hope to acknowledge and address the considerations raised by Tom Williams and others at our recent meeting. It was for that reason that at the very end of our meeting, I took the time to reiterate the conceptual approach we had discussed and agreed upon. On the lines below, I have summarized that approach and will then develop draft revisions to the CD and SOW for your review by November 13, 2007 unless you advise us before that date that such approach is not acceptable.



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CONCEPT

In its simplest form, the parties agree that the settlement related to the Southeast Rockford Superfund Site (“SER Superfund Site”) addresses the regional groundwater issue by acknowledging that the regional groundwater condition attributable to the HSC property within Area 9/10 would not prevent meeting the MCLs at the down-gradient SER Superfund Site boundary by treatment through natural attenuation within 205 years following certain agreed-upon source removal or remedial efforts. Against this backdrop, HSC has developed and submitted an approved plan to remediate certain identified sources on its property. This Plan, as acknowledged in the SOW and other documents, call for soil vapor extraction, air sparging, and in isolated instances, excavation of certain materials at the HSC property. In conjunction with this, HSC has identified and submitted an application for a GMZ which is laterally co-terminal with the HSC property boundary and extends to a depth above the regional groundwater conditions.

As discussed at our meeting, HSC expects that its active source removal efforts should conclude when its modeling indicates that residual source conditions will not impair the ability of the regional groundwater to achieve compliance with the MCLs at the down-gradient SER Superfund Site boundary through natural attenuation within 205 years. We believe that agreement was reached on this issue provided that ongoing monitoring of conditions continues, and further provided that HSC continues to maintain the GMZ until such time as MCLs (or such other standard as may be agreed to by the parties) are achieved within the boundaries of the GMZ (in other words, on and under the HSC property to the depth of the GMZ). For clarity, visual depictions with limited narrative are attached as Attachments “A” (3-D) and “A-1” (cross-section).

After we reached conceptual agreement on this approach, my recollection in this context is that Tom Turner and Frank Biros probed the definition of “Site”. Since we had not proposed a change to the definition of “Site”, we understand that the question was directed at our expectation for the timing and breadth of the CNTS as related to the “Site” as so defined. HSC has now had an opportunity to reflect on this question and would propose that rather than



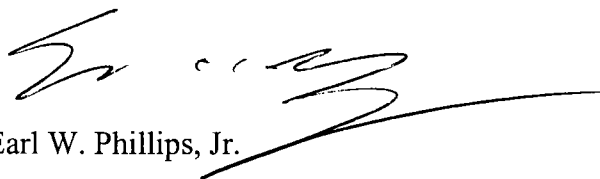
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altering any definitions, the parties might simply agree that the CNTS for HSC might be issued by EPA and IEPA relative to the Site (Area 9/10) upon completion of HSC's removal efforts and modeling described above

We look forward to receiving your acknowledgment of the tasks summarized in this letter and confirmation of your agreement with this conceptual approach.

Very truly yours,



Earl W. Phillips, Jr.

Attachments

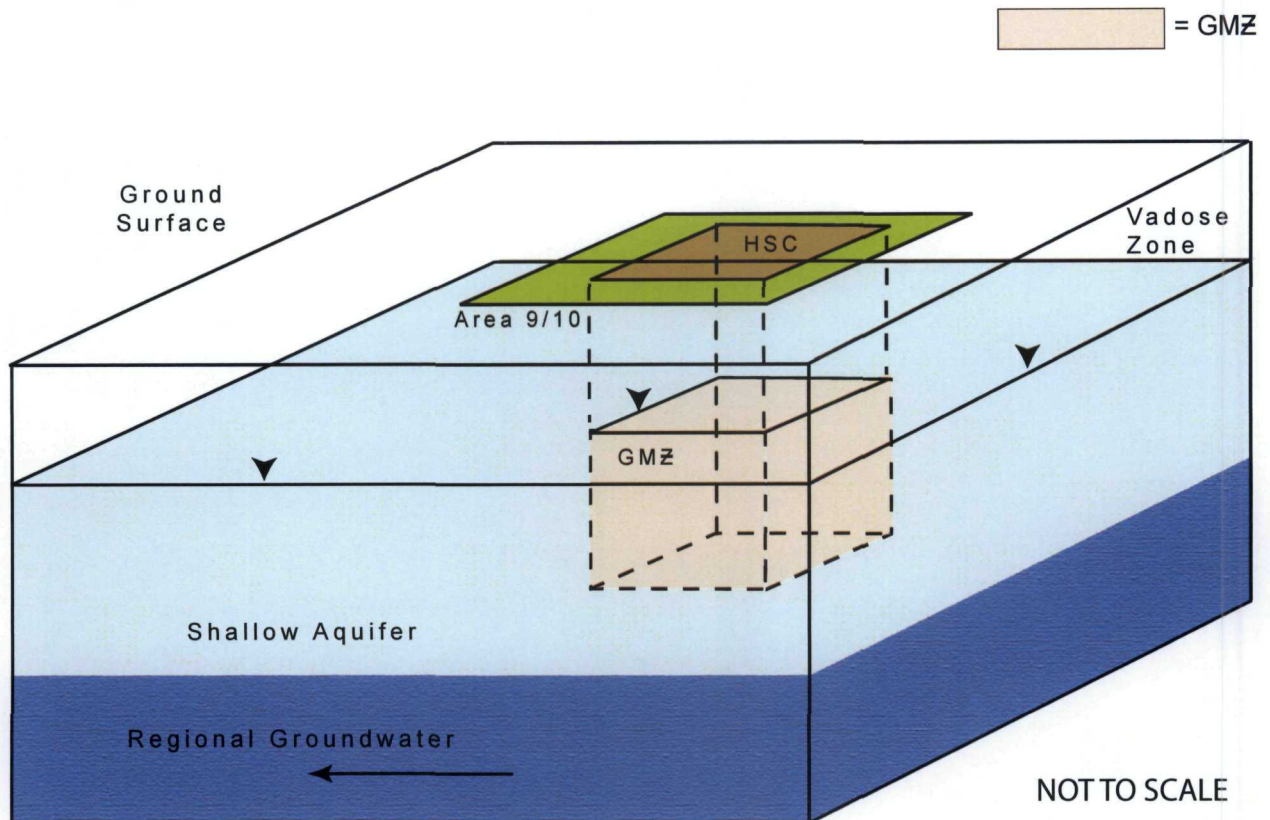
kj

Copy to: Tori Haines, Esq. (w/ attachments)
 Scott Moyer (w/ attachments)
 Keith Wilcoxson (w/ attachments)
 John Dennison (w/ attachments)



ATTACHMENT A

Conceptual Depiction -



Source removal efforts within the GMZ may stop when HSC's modeling indicated that conditions solely attributable to its Plant #1 will not prevent meeting MCLs at the down-gradient boundary of the SER Superfund Site within 205 years.

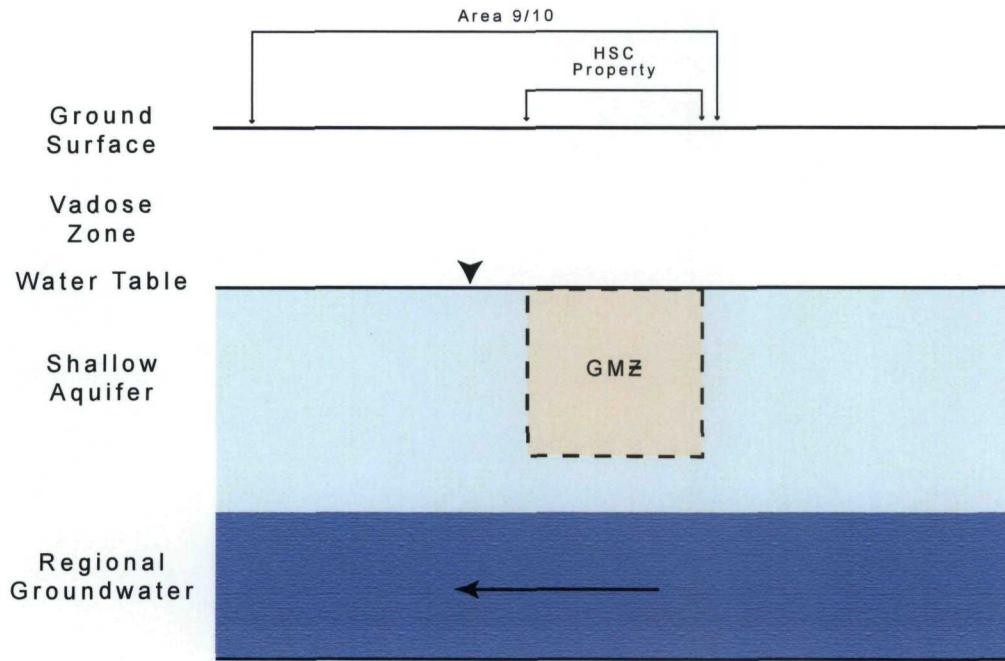
The GMZ remains in place pending confirmation that MCLs (or other agreed upon standards) have been met at or within the GMZ boundary.

Groundwater monitoring shall continue until the GMZ is no longer required.

ATTACHMENT A-1

Conceptual Depiction -

 = GMZ



NOT TO SCALE

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